University of Exeter
COUNCIL

MINUTES AND ACTIONS – APPROVED BY COUNCIL
3 June 2026
10.30am-3.00pm
Council Chamber, Northcote House

NB text in BLACK for publication; text in BLUE has been redacted for publication.

CONTENTS:
Council Meeting

Attendees:

MEMBERS PRESENT

Quentin Woodley **(Chair)**	Pro-Chancellor and Chair of Council
Professor Lisa Roberts	President and Vice-Chancellor
Professor Dan Charman	Senior Vice-President and Provost
Professor Liz Jones	Vice-President and Deputy Vice-Chancellor (Education and Student Experience)
Professor Malcolm Skingle	Pro-Chancellor and Deputy Chair of Council
Sally Cabrini	Pro-Chancellor and Senior Independent Governor
Damaris Anderson-Supple	Independent Member
Lauren Aste	Independent Member
Rebecca Boomer-Clark	Independent Member
Nigel Cain	Independent Member
Karime Hassan	Independent Member

Gareth Mostyn	Independent Member
Sarah Matthews-DeMers	Independent Member
Glenn Woodcock	Independent Member
Dr Sarah Hodge	Senate Representative
Professor Maisha Reza	Senate Representative
Professor Karen Knapp	Senate Representative
Elaine Cordy	Professional Services Representative
Izzy Brinkley	President Exeter, Falmouth and Exeter Students' Union
Seb Racisz	Guild President, Exeter Students' Guild

SECRETARY

Mike Shore-Nye	Senior Vice-President and Registrar & Secretary

STANDING ATTENDEES

Imelda Rogers	Executive Divisional Director of Human Resources, Assurance and Culture
Dave Stacey	Chief Financial Officer (CFO) and Executive Divisional Director of Finance, Infrastructure and Commercial Services
Dr Jeremy Diaper	Director of Governance Services *(minutes)*
Alison Chambers	Chief Executive Officer, University of Exeter Guild of Students

APOLOGIES

Adrian Harris	Independent Member
Salam Katbi	Independent Member
Tim Weller	Independent Member

INVITED TO ATTEND

MINUTE ITEM 120 - Mitigating our Financial Challenge - Options

Gill Preston	Director of the Strategic Delivery Unit

114. Chair's Introduction, Welcome and Declarations of Interest

114.1 The Chair welcomed Council members to the meeting and invited any declarations of interest. There were no new declarations of interest in relation to items on the agenda.

114.2 The Chair noted that apologies had been received from Adrian Harris, Salam Katbi, and Tim Weller.

115. Minutes from the Meetings held on 29 April 2026 and 30 April 2026 (CNL/162/25-26, CNL/162a/25-26, CNL/162b/25-26 and CNL/162c/25-26 Strictly Confidential)

115.1 Council **APPROVED** the minutes of the strategic briefing session (29 April 2026), Joint Senate and Council session (29 April 2026) and Council business meeting (30 April 2026), subject to inclusion of a series of minor amendments received off-line.

Item 116. Matters Arising (Verbal Update)

a) **Reportable Event to the Office for Students (OfS)**

116.1 Following the verbal update provided at the Council meeting of 30 April 2026 (as detailed in minute 25.100 (C), the Senior Vice-President and Registrar & Secretary provided a further update in relation to the contempt proceedings arising from non-compliance with a Freedom of Information request.

116.2 The request had originally been received from the Exeter observer, who had asked for the names of all those in attendance at a community engagement meeting (which had involved both members of the public and the University Executive Board). Whilst the University had initially released the names of the members of the University's Executive Board in attendance, due to a misinterpretation of the law, the University had opted not to provide the names of the wider members of the community.

116.3 It was confirmed that the Upper Tribunal Judgment on 14 May 2026 had imposed a financial sanction of £15,000 on the University. In determining sanction, the Tribunal emphasised the seriousness of disobedience of a tribunal order, the length of the non-compliance (c. 14 months), and the impact on the requester and the tribunal system. It had also taken into account that the University was a large, well-resourced public authority which ought to have taken appropriate advice and complied with the order. The Tribunal had also placed weight on the University's subsequent conduct, including its admission of contempt, its apology, the explanations provided, and the steps taken to prevent recurrence. It accepted that there was no intention to flout the order, but characterised the conduct overall as serious and warranting a financial penalty in addition to the public finding of contempt.

116.4 A follow up reportable event was submitted on 27th May 2026 to the OfS in order to notify them of the outcome of the Upper Tribunal judgment. The OfS responded on 1st June 2026 to advise there was no further action required at this stage, but that they may be in touch with further queries should they have any concerns.

117. Action Log (CNL/163/25-26 and CNL/163a/25-26 Strictly Confidential)

117.1 Council received the Action Log for information which had been updated to incorporate the most recent actions from the meetings held on 29th April 2026 and 30th April 2026. The current status of the actions were noted by Council.

118. Council Business Schedule 2024-25 (CNL/164/25-26, CNL/164a/25-26, CNL/165b/25-26 Confidential)

118.1 Council received for information the Business Schedule for the Academic Year 2025-26.

119. President and Vice-Chancellor's Report (CNL/165/25-26 Strictly Confidential)

119.1 The President and Vice-Chancellor highlighted key updates in their report to Council:

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<u>120. Mitigating our Financial Challenge - Options</u> (CNL/1166/25-26 Confidential)

The Chair invited Gill Preston (Director of the Strategic Delivery Unit) to the meeting.

120.1 Following on from Council's previous consideration of 5 options to mitigate the University's financial challenge on 30th April 2026, further consideration was given to options 4 and options 5.

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ACTION: That Council would continue to review and consider an updated version of the table 1 on slide 6 as part of the annual review of Strategy 2030 performance report and KPIs, to help provide oversight of institutional performance in education, research, financial strengths and opportunities and help monitor how performance continued to evolve over time.

ACTION: To schedule a future strategic session at Council in Academic Year 2026-27 on the refresh of Strategy 2030 and the vision for the University of the future in the next 5-10 years and beyond.

ACTION: To ensure that there was sufficient agility and adaptability is embedded into planning, forecasting and horizon scanning processes moving forwards to enable a strategic response to the evolving external context and to help future-proof the University's offering in the face of the ongoing impact of AI, changing employability needs and fluctuation in student demands for specific programmes.

ACTION: To schedule a session in AY 2026-27 to consider in further detail the potential impact and mitigations on successful implementation of NSS, Project 90, REF and TEF performance.

ACTION: To enhance external communications in relation to the Curriculum for Change programme to provide a strategic advantage in an increasingly competitive recruitment market.

ACTION: To maintain a continued institution-wide focus on enhancing wider cultural and operational change to ensure strategic change was embedded across all areas of the University in response to the continually evolving external environment.

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The Chair thanked Gill Preston (Director of the Strategic Delivery Unit) and invited them to leave the meeting.

<u>121. Draft Budget 2026-27 and Later Year Plans</u> (CNL/167/25-26 Confidential)

121.1 Council was presented with the Draft Budget 2026-27 and five-year financial plan, which had been prepared by Faculties and Professional Services in April 2026, including mitigation options discussed by UEB in March 2026 and a further iteration of the financial modelling presented to Council on 30 April 2026.

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<u>**122. INTO Exeter – Trading Update and Revised Recovery Plan** (CNL/168/25-26, CNL/168a/25-26, CNL/168b/25-26 Strictly Confidential)</u>

122.1 The INTO Exeter LLP Joint Venture (JV) partnership between the University of Exeter and INTO University Partnerships had been established since 2006 and provided a significant pipeline of international students into the University's taught portfolio. The Joint Venture delivered pathway programmes (Foundation, International Year One, pre-masters) and Pre-Sessional English to international students progressing into the University;

122.2 INTO was highly exposed to downturns in international student recruitment, especially in China and Hong Kong. Pre-sessional English was a major driver of this year's financial underperformance and did not show any signs of recovery. The changing pathway and student demographic also presents cashflow challenges and compounded volume and margin reductions;

122.3 Council discussed the updated position on the Exeter ISC Joint Venture, including the material concerns around pre-sessional English volumes, the re-based Financial Year 2026-27 forecast, and the implications for the Joint Venture's ability to meet the partner loan repayment schedule previously agreed in April 2025.

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DELEGATED the granting of additional funding to the Chief Financial Officer and Senior Vice-President and Registrar & Secretary.

ENDORSED: the negotiation stance with IUP / INTO Group as outlined in Appendix Two and based on the legal analysis undertaken.

<u>**123. Chair's Business, Matters Arising and Closing Remarks (Verbal Update)**</u>

123.1 The Chair provided an update on the following items of Chair's Business and Matters Arising:

a) <u>University Trustee Nominations – St Luke's College Foundation and Exeter Maths School</u>

123.2 Following endorsement by Governance and Nominations Committee, the Chair invited Council to approve the following University appointed trustee positions:

APPROVED: Stuart Brocklehurst (Deputy Vice-Chancellor, Business Engagement) as a Trustee on St Luke's College Foundation Trustee Board for a five-year term of office.

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APPROVED: Elaine Cordy (Head of Education Support and Class IV member of Council) as a University appointed governor on Exeter Maths School for an initial 4-year term of office.

123.3 The Chair noted that Stuart would succeed Professor Liz Jones (Vice-President and Deputy Vice-Chancellor, Education and Student Experience) and both Stuart and Liz consulted and supportive of this change which will be more closely aligned with Stuart's wider civic and regional engagement activities.

b) Update on CUC Spring Plenary (27 May 2026): 'Strengthening Governance for the Future and Updated CUC HE Code of Governance

123.4 The Chair noted that the Committee of University Chairs (CUC) had unanimously approved the updated CUC Higher Education Code of Governance 2026 at the Spring Plenary.

123.5 The CUC Code of Governance for 2026 would operate on an apply-or-explain basis and was intended to provide a framework of 'principles' and 'provisions' to support governing bodies in exercising their responsibilities effectively. This included a series of 'must/must not' provisions which set minimum expectations required for compliance, along with a series of 'should/should not' provisions providing the option to take an alternative approach providing a 'compelling rationale' was published.

123.6 The Code placed a particular emphasis on the importance of culture and behaviours as central determinants of governance effectiveness.

123.7 An initial gap analysis against the updated Code had been undertaken by the Director of Governance Services and this benchmarking analysis had been presented to Governance and Nominations Committee for discussion on 28 May 2026. The gap analysis affirmed that good progress had made on enhancing governance effectiveness in the last few years and the University was largely compliant with the updated Code which was consistent with current Governance operations. Whilst there were no major gaps or omissions identified, a few areas had been identified for continued enhancement.

c) Update on Council Effectiveness Review

123.8 An initial draft Phase 1 report of the Council Effectiveness Review had been received from Huron Consulting Group which had been reviewed and considered by the Chair of Council, Senior Vice-President and Registrar & Secretary, and the Director of Governance Services and would inform Phase 2 of the effectiveness review which would be commenced in Term 1 of the Academic Year 2026-27 and would include UEB/Council focus groups and observation of a selection of Council and Council Committee meetings.

123.9 The final report was scheduled to be presented to Council in February 2027.

d) Council Membership 2026-27

123.8 The Chair drew attention to the paper on Council Membership 2026-27 (CNL/169/25-26) and following endorsement by Governance and Nominations Committee (28 May 2026), Council approved the following re-appointment of Council member Terms of Office:

APPROVED: The re-appointment of Damaris Anderson-Supple (Class II Independent Member of Council) for a 2nd three year-term of office from 1st August 2026 – 31st July 2029

APPROVED: The re-appointment of Sally Cabrini (Pro-Chancellor and Senior Independent Governor) for a 2nd three year-term of office from 1st August 2026 – 31st July 2029.

APPROVED: The re-appointment of Karime Hassan (Class II Independent Member of Council) for a 2nd three year-term of office from 1st August 2026 – 31st July 2029

APPROVED: The re-appointment of Tim Weller (Class II Independent Member of Council and Chair of Audit and Risk Committee) for a 2nd three year-term of office from 1st August 2026 – 31st July 2029.

123.9 The Chair confirmed that in alignment with the updated CUC HE Code of Governance a number of enhancements were being introduced to the reappointment process as follows:

123.9.1 That reappointment to Council will not be guaranteed and that when making recommendations Governance and Nominations Committee will carefully consider each Independent member's commitment (including meeting preparation, attendance record, overall contributions to meetings) and NED mindset.

123.9.2 That maximum terms of office will continue to be 3 x 3 years in total (even if spread over different roles) and that Governance and Nominations Committee may on occasion make reappointments for 1 or 2 years rather than the full 3 year term, where this better meets the needs of Council and/or the Member.

123.9.3 While it was anticipated that there will continue to be individuals who serve a total of 9 years, shorter total terms on Council will likely become more common than has historically been the case.

123.9.4 The Chair noted that Sarah Matthews-DeMers had indicated she had decided to step down from Council in light of the increasing demands on her time as CEO of AB Dynamics.

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<u>124. Part II – Items for Approval by Council</u>

The Chair noted that the following items had been included in Part II for approval by Council:

124.1 Council Membership 2026-27 (CNL/169/25-26)

<u>Annual Reports</u>

124.2 The Bill Douglas Cinema Annual Report 2024-25 (CNL/172/25-26)

124.3 The Bill Douglas Cinema Museum Forward Plan 2026-2031 (CNL/173/25-26)

<u>125. Part II – Items for Information and Assurance.</u>

The Chair noted that the following items had been included in Part II for information and assurance:

125.1 Affixing the Seal (CNL/170/25-26)

125.2 OfS Compliance – Outcome of the Prevent Accountability and Data Return

125.3 Northcott Theatre Annual Report (CNL/174/25-26)

125.4 Acronyms and Abbreviations (CNL/175/25-26)